

PROSPECTUS

THIS PROSPECTUS CONSTITUTES A PUBLIC OFFERING OF THESE SECURITIES ONLY IN THOSE JURISDICTIONS WHERE THEY MAY BE LAWFULLY OFFERED FOR SALE AND THEREIN ONLY BY PERSONS PERMITTED TO SELL SUCH SECURITIES. NO SECURITIES COMMISSION OR OTHER SIMILAR AUTHORITY IN CANADA HAS IN ANY WAY PASSED UPON THE MERITS OF THE SECURITIES OFFERED HEREUNDER AND ANY REPRESENTATION TO THE CONTRARY IS AN OFFENCE. THESE SECURITIES HAVE NOT BEEN OFFERED AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED OR THE SECURITIES LAWS OF THE UNITED STATES OF AMERICA, AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES UNLESS REGISTERED UNDER APPLICABLE SECURITIES LAWS OR UNLESS AN EXEMPTION FROM SUCH REGISTRATION IS AVAILABLE.

INITIAL PUBLIC OFFERING

DATED: MARCH 7, 2001

MY VENTURE INC.

(a Capital Pool Company)
Suite 1104 – 750 West Pender Street
Vancouver, B.C. V6C 2T8

Telephone: (604) 683-8610

Fax: (604) 683-4499

\$200,000

1,000,000 COMMON SHARES

PRICE: \$0.20 PER COMMON SHARE

MY VENTURE INC. (THE "COMPANY") HEREBY OFFERS (THE "OFFERING"), THROUGH ITS AGENT, IPO CAPITAL CORPORATION (THE "AGENT") 1,000,000 COMMON SHARES (THE "COMMON SHARES") AT A PRICE OF \$0.20 PER COMMON SHARE. THE OFFERING IS MADE ON A "COMMERCIALY REASONABLE EFFORTS" BASIS AND IS SUBJECT TO THE RECEIPT BY THE COMPANY OF SUBSCRIPTIONS TOTALLING \$200,000. THE MAXIMUM PURCHASE BY ANY SINGLE SUBSCRIBER TO THIS OFFERING IS RESTRICTED TO 20,000 COMMON SHARES BEING 2% OF THE TOTAL OFFERING. NOTWITHSTANDING THE FOREGOING, A MAXIMUM OF 40,000 COMMON SHARES, BEING 4% OF THE TOTAL OFFERING, MAY BE DIRECTLY OR INDIRECTLY PURCHASED BY ANY PURCHASER, TOGETHER WITH THAT PURCHASER'S ASSOCIATES OR AFFILIATES. SEE "PLAN OF DISTRIBUTION" AT PAGE 21. THE PURPOSE OF THE OFFERING IS TO PROVIDE THE COMPANY WITH FUNDS TO BE USED TO IDENTIFY AND EVALUATE PROPERTIES OR BUSINESSES WITH A VIEW TO COMPLETING A QUALIFYING TRANSACTION (AS DEFINED HEREIN) ACCEPTABLE TO THE CANADIAN VENTURE EXCHANGE (THE "CDNX") AND A MAJORITY OF THE MINORITY SHAREHOLDERS OF THE COMPANY. SEE "BUSINESS OF THE COMPANY" AT PAGE 4 AND "USE OF PROCEEDS" AT PAGE 8.

	Price to Public	Commission to Agent ⁽¹⁾	Net Proceeds to the Company ⁽²⁾
Per Common Share:	\$0.20	\$0.02	\$0.18
Total:	\$200,000	\$20,000	\$180,000

- (1) Assuming the entire Offering is sold, the Agent will receive a commission equal to 10% of the gross proceeds of this Offering. In addition, as additional compensation, the Company will also pay the Agent a corporate finance fee of \$7,500 plus GST. The Agent will be paid its legal fees incurred pursuant to the Offering estimated to be \$5,000.
- (2) Before deduction of the estimated legal, audit, administrative and filing expenses of this Offering payable by the Company and estimated to be \$20,000. See "Use of Proceeds" at page 8.

THE PRICE OF THE COMMON SHARES TO THE PUBLIC AND THE COMMISSION TO THE AGENT WAS ESTABLISHED BY THE COMPANY THROUGH NEGOTIATION WITH THE AGENT. SEE "PLAN OF DISTRIBUTION".

THERE IS CURRENTLY NO MARKET FOR THE COMPANY'S SECURITIES NOR IS THERE ANY ORGANIZED MARKET THROUGH WHICH THE SECURITIES MAY BE SOLD. THE CDNX HAS CONDITIONALLY LISTED THE SECURITIES BEING OFFERED UNDER THIS PROSPECTUS. LISTING IS SUBJECT TO THE COMPANY FULFILLING ALL THE CAPITAL POOL COMPANY LISTING REQUIREMENTS OF THE CDNX, INCLUDING PRESCRIBED DISTRIBUTION AND FINANCIAL REQUIREMENTS ON OR BEFORE THE DATE THE COMPANY'S COMMON SHARES ARE LISTED FOR TRADING ON THE CDNX. SEE "PLAN OF DISTRIBUTION" AT PAGE 21.

THE CDNX MAY SUSPEND FROM TRADING OR DELIST THE COMMON SHARES OF THE COMPANY IF THE COMPANY FAILS TO COMPLETE A QUALIFYING TRANSACTION (AS DEFINED BELOW) WITHIN 18 MONTHS AFTER THE DATE THE COMPANY'S SECURITIES ARE LISTED FOR TRADING ON THE CDNX. SEE "BUSINESS OF THE COMPANY" AT PAGE 4.

NO PERSON IS AUTHORIZED BY THE COMPANY TO PROVIDE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS OTHER THAN THOSE CONTAINED IN THIS PROSPECTUS IN CONNECTION WITH THE ISSUE AND SALE OF THE SECURITIES OFFERED PURSUANT TO THIS PROSPECTUS. SEE "PLAN OF DISTRIBUTION" AT PAGE 21.

SUBSCRIPTIONS FOR THE SHARES OFFERED IN THE OFFERING, AND THE PROCEEDS FROM THE SUBSCRIPTIONS, WILL BE RECEIVED AND HELD BY THE AGENT, ON BEHALF OF THE COMPANY. FUNDS RECEIVED FROM INVESTORS WILL NOT BE AVAILABLE TO THE COMPANY, NOR WILL THERE BE A CLOSING, UNTIL ALL OF THE SHARES BEING OFFERED HAVE BEEN SOLD, FAILING WHICH THE FUNDS RECEIVED FROM INVESTORS WILL BE RETURNED TO THE INVESTORS WITHOUT INTEREST OR DEDUCTION.

INVESTMENTS IN SMALL BUSINESSES INVOLVE A HIGH DEGREE OF RISK AND INVESTORS SHOULD NOT INVEST ANY FUNDS IN THIS OFFERING UNLESS THEY CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENT. THE COMPANY WAS ONLY RECENTLY INCORPORATED, THERE IS NO MARKET FOR THE COMMON SHARES OF THE COMPANY, AND THE COMPANY DOES NOT HAVE AN OPERATING BUSINESS OR ASSETS, OTHER THAN CASH. MOREOVER, THE COMPANY HAS NO WRITTEN OR ORAL AGREEMENT FOR THE ACQUISITION OF A BUSINESS OR OTHER ASSETS AT THE TIME OF THE OFFERING. THE COMPANY HAS NOT ENTERED INTO AN AGREEMENT IN PRINCIPAL PURSUANT TO CDNX POLICY 2.4 PARAGRAPH 4.2. THERE CAN BE NO GUARANTEE THAT THE COMPANY WILL IDENTIFY A VIABLE QUALIFYING TRANSACTION. IF THE COMPANY FAILS TO SECURE A BUSINESS OPPORTUNITY ACCEPTABLE TO THE CDNX WITHIN 18 MONTHS OF THE DATE OF LISTING, THE CDNX MAY SUSPEND FROM TRADING OR DELIST THE COMPANY'S COMMON SHARES. IF A PROSPECT IS IDENTIFIED BY THE COMPANY AND ACQUISITION OR PARTICIPATION IS DESIRED, ADDITIONAL FUNDS MAY BE REQUIRED TO COMPLETE THE ACQUISITION OR PARTICIPATION. IF THE ACQUISITION OR PARTICIPATION IS FINANCED BY THE ISSUANCE OF COMMON SHARES FROM TREASURY, CONTROL OF THE COMPANY MAY CHANGE AND SHAREHOLDERS MAY SUFFER FURTHER DILUTION OF THEIR INVESTMENT. MOREOVER, THERE IS NO GUARANTEE THAT THE COMPANY WILL BE ABLE TO OBTAIN SUCH FINANCING. INVESTORS WILL BE RELYING ON MANAGEMENT'S ABILITY TO FIND AND FINANCE BUSINESS OPPORTUNITIES. THE COMPANY IS DEPENDENT UPON ITS MANAGEMENT TEAM, AND THE LOSS OF ANY INDIVIDUAL MEMBER COULD HAVE AN ADVERSE EFFECT ON THE COMPANY. BECAUSE THE COMPANY'S DIRECTORS AND OFFICERS MAY ALSO BE DIRECTORS OR OFFICERS OF OTHER COMPANIES, CONFLICTING LEGAL OBLIGATIONS OF THE DIRECTORS MAY ARISE. THEREFORE, THIS OFFERING IS SUITABLE ONLY FOR THOSE INVESTORS WHO ARE WILLING TO RELY SOLELY ON THE MANAGEMENT OF THE COMPANY AND WHO CAN AFFORD TO LOSE ALL OF THEIR INVESTMENT. SEE "RISK FACTORS" AT PAGE 16, "BUSINESS OF THE COMPANY" AT PAGE 14, "USE OF PROCEEDS" AT PAGE 8, AND "DIRECTORS, OFFICERS AND PROMOTERS" AT PAGE 9.

UPON COMPLETION OF THIS OFFERING, THE PUBLIC SHAREHOLDERS, AS A GROUP, WILL OWN 1,000,000 COMMON SHARES OF THE COMPANY REPRESENTING 48.43% OF THE SHARES THEN ISSUED AND OUTSTANDING WHILE THE DIRECTORS, OFFICERS, PROMOTERS, AND OTHER MEMBERS OF MANAGEMENT OF THE COMPANY, AS A GROUP, WILL OWN, DIRECTLY OR INDIRECTLY, 1,065,001 COMMON SHARES OF THE COMPANY REPRESENTING 51.57% OF THE SHARES THEN ISSUED AND OUTSTANDING. SEE "SHARE CAPITAL- PRINCIPAL HOLDERS OF SECURITIES".

THE OFFERING PRICE OF \$0.20 PER SHARE EXCEEDS THE NET TANGIBLE BOOK VALUE PER SHARE OF THE COMPANY BY \$0.06135 AFTER GIVING EFFECT TO THIS OFFERING, REPRESENTING A DILUTION FACTOR OF 30.675%.

THE COMMON SHARES ARE CONDITIONALLY OFFERED SUBJECT TO PRIOR SALE, IF, AS AND WHEN ISSUED BY THE COMPANY AND ACCEPTED BY THE AGENT IN ACCORDANCE WITH THE CONDITIONS CONTAINED IN THE AGENCY AND SPONSORSHIP AGREEMENT REFERRED TO UNDER "PLAN OF DISTRIBUTION" AT PAGE 21 AND SUBJECT TO THE APPROVAL OF ALL LEGAL MATTERS ON BEHALF OF THE COMPANY BY CAMPNEY & MURPHY, VANCOUVER, BRITISH COLUMBIA, AND BY CATALYST CORPORATE FINANCE LAWYERS ON BEHALF OF THE AGENT.

IPO Capital Corporation

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SUMMARY OF PROSPECTUS

The following is a summary of the principal features of this Offering. More detailed information is contained in the body of the Prospectus. Capitalized terms not defined in this summary will have the meaning provided on the cover page or elsewhere in this Prospectus.

The Company: The Company, My Venture Inc., was incorporated by registration of its memorandum and articles under the *Company Act* (British Columbia) on June 7, 1999 under the name 586713 B.C. Ltd. The Company changed its name to My Venture Inc. effective August 3, 1999.

The Business: The Company is a capital pool company (“CPC”) pursuant to the policies of the Canadian Venture Exchange (the “CDNX”) and does not have an operating business or assets, other than cash. The sole business of the Company will be to identify and evaluate opportunities for acquisition of an interest in assets or businesses which, if acquired, would provide a basis for listing on the CDNX as a Tier 1 or Tier 2 company as prescribed by CDNX Policy 2.1. Once identified and evaluated, the Company will attempt to negotiate an acquisition or participation in the assets or businesses, subject to receipt of shareholder approval and acceptance for filing by the CDNX. Until the completion of a Qualifying Transaction, the Company will not carry on any business other than the identification and evaluation of assets or businesses in connection with potential Qualifying Transactions. As yet, the Company has not identified any business as a potential acquisition and has no predetermined plans or agreements relating to the acquisition of a specific asset or business. See “Business of the Company” at page 4.

Offering: This Offering consists of 1,000,000 common shares (the “Common Shares”) of the Company to be offered to the public by the agent, IPO Capital Corporation (the “Agent”), at a price of \$0.20 per Common Share. The Company will pay the Agent a commission equal to 10% of the gross proceeds of the Offering. See “Plan of Distribution” at page 21.

Use of Proceeds:

The gross proceeds from this Offering will be \$200,000. From these proceeds, the Company will pay an aggregate commission of \$20,000 to the Agent. See “Plan of Distribution – Appointment of Agent” at page 22. After deducting the commission, the net proceeds from this Offering will be \$180,000. These proceeds together with the Company’s working capital of approximately \$109,761 on hand as at January 31, 2001 totals \$289,761 (the “Funds Available”) and will be used by the Company as follows:

- Balance of estimated costs of the Offering - \$16,500⁽¹⁾
- Balance of estimated costs for Agent’s Expenses and Corporate Finance Fee - \$13,000⁽²⁾
- Working capital to fund operations - \$33,750⁽³⁾
- Estimated costs of identifying and evaluating prospective assets or businesses - \$226,511⁽⁴⁾

(1) Total estimated costs of the Offering were \$20,000 of which approximately \$3,500 has been paid as of the date of this Prospectus.

(2) See “Plan of Distribution – Appointment of Agent” at page 22.

(3) Administration Expenses of \$33,750 will be paid from working capital. (See “Business of the Company – Administration and Overhead at page 7.)

(4) See “Business of the Company – Description and General Development” at page 3 and “Business and the Company – Criteria for Acquisitions” at page 4.

Until completion of a Qualifying Transaction, no less than 70% of the aggregate gross proceeds of the issuance of all securities by the Company, inclusive of the securities offered hereby, will be used in pursuit of the Company’s intended business purpose. The Company may not have sufficient funds to complete the acquisition of a desired business opportunity in which case additional financing will be required. See “Use of Proceeds” at page 8, “Business of the Company” at page 4 and “Risk Factors” at page 16.

Management:

Because the Company does not currently have an operating business or assets other than cash, investors will be relying heavily on management’s ability to both find and finance business opportunities. The Company has a number of directors and officers with expertise and experience in the management and financing of public companies.

The directors and officers of the Company are as follows:

Jerry Minni, Director, President and Chief Executive Officer
Bryce Clark, Director, Secretary and Chief Financial Officer
Raj I. Chowdhry, Director
Terrylene Penstock, Director

The promoter of the Company is Jerry Minni.

See “Directors, Officers and Promoters” at page 9 and “Risk Factors - Reliance on Management” at page 17.

Risk Factors:

Investment in these common shares should be regarded as highly speculative due to the proposed nature of the Company’s business and its present stage of development. The Company was only recently incorporated, there is no market for the common shares of the Company, and the Company does not have any business operations or assets, other than seed capital. While it is management’s intent to search out and secure a business opportunity for the Company, there is no guarantee that it will find a suitable opportunity, or that if found that it will be able to secure it on terms that make the acquisition or participation economical in light of then current market and pricing conditions. Furthermore, the Company may require additional financing to both secure and exploit a business opportunity and there is no guarantee that such financing will be available. If the acquisition or participation is funded by the issuance of common shares from treasury, shareholders may suffer further dilution to their investments. Finally, if the Company fails to secure a business opportunity acceptable to the CDNX within 18 months of the date of listing, the CDNX may suspend from trading or delist the Company’s common shares.

The Company is dependent upon members of its management team, and the loss of any of them could have an adverse effect on the Company. In addition, the directors and officers of the Company may be directors and officers of other companies, which may result in conflicting legal obligations of the directors. This could, in turn, expose the Company to certain liabilities.

This Offering is suitable only to those investors who are willing to rely solely on the management of the Company and who can afford to lose all of their investment. The offering price of \$0.20 per share exceeds the net tangible book value per share of the Company by \$0.06135 after giving effect to this Offering, representing a dilution factor of 30.675%. See “Business of the Company” at page 4, “Directors, Officers and Promoters” at page 9, “Risk Factors” at page 16 and “Use of Proceeds” at page 8.

CORPORATE STRUCTURE

Name and Incorporation

The Company was incorporated by registration of its memorandum and articles under the *Company Act* (British Columbia) on June 7, 1999 (incorporation number 586713) under the name 586713 B.C. Ltd. On August 3, 1999 the Company changed its name from “586713 B.C. Ltd.” to “My Venture Inc.”.

The Company’s head and principal office is located at Suite 1104, 750 West Pender Street, Vancouver, British Columbia V6C 2T8. The Company’s registered and records office and address for service in British Columbia is care of its solicitors, Campney & Murphy, Suite 2100, 1111 West Georgia Street, Vancouver, British Columbia, V6E 4M3.

Intercorporate Relationships

The Company does not have any subsidiaries or proposed subsidiaries.

BUSINESS OF THE COMPANY

Description and General Development

The Company is a capital pool company pursuant to the policies of the CDNX. The principal business of the Company will be to identify and evaluate opportunities for the acquisition of an interest in assets or businesses and, once identified and evaluated, to negotiate an acquisition or participation subject to receipt of shareholder approval and acceptance for filing by the CDNX. Until the completion of a Qualifying Transaction (defined below), the Company will not carry on any business other than the identification and evaluation of assets or businesses in connection with potential Qualifying Transactions. The Company does not have business operations other than seed capital, and has no written or oral agreements for the acquisition of an asset or business at this time.

Summary and Analysis of Financial Operations

The following summary should be read in conjunction with the financial statements of the Company for the periods ended June 30, 2000 (audited) and October 31, 2000 (unaudited), accompanying notes, auditor’s report and review engagement report thereon. The summary operating results and selected balance sheet items for the Company are as follows:

	For the period ended June 30, 2000 (audited)	For the period ended October 31, 2000 (unaudited)
Revenue ⁽¹⁾	\$ 2,167	\$ 1,116
General and Administration Expenses	\$ 3,168	\$ 295
Net Income (Loss)	\$ (1,001)	\$ 821
Working Capital	\$ 105,499	\$ 106,320

	For the period ended June 30, 2000 (audited)	For the period ended October 31, 2000 (unaudited)
Shareholders' Equity		
Share Capital	\$ 106,500	\$ 106,500
Deficit	\$ (1,001)	\$ (180)
Equity	\$ 105,499	\$ 106,320
Number of Securities ⁽²⁾	1,065,001	1,065,001

- (1) Revenue for the periods shown is comprised of interest earned on the proceeds received from the sale of 1,065,001 common shares.
- (2) There are 1,065,001 shares issued and outstanding as of the date of this prospectus, and prior to the exercise of any outstanding stock options disclosed herein. All 1,065,001 of these shares are held in escrow and are releasable pro rata to the shareholders 10% following the issuance of the final notice of the Qualifying Transaction and 15% on each six month anniversary thereafter pursuant to the policies of the CDN. Upon the successful completion of this offering, a total of 2,065,001 shares will be issued and outstanding.

Since inception the only revenues realized by the Company were derived from the sale of 1,065,001 common shares (see "Share Capital – Fully Diluted Share Capital" at page 19) and from interest earned on the proceeds received upon the sale of those shares. In addition, since inception the expenditure of the Company have been restricted to general and administrative expenditures including interest and bank charges, rent and office expenses and professional fees.

Criteria for Acquisitions

The Company proposes to identify acquisitions of interests in assets or businesses through discussions with various business associates and contacts of the Company's directors. Once a prospective acquisition target has been identified and evaluated, the Company will proceed to negotiate the terms upon which it may acquire an interest in the asset or business.

The Company does not currently have a specific type of business opportunity that it is likely to pursue. It will, accordingly, review prospective acquisition opportunities within the broadest possible range of businesses or industries.

All potential acquisitions will be screened initially by management of the Company to determine their economic viability. Approval of acquisitions will be made by the board of directors. The board of directors will examine proposed acquisitions having regard to sound business fundamentals, utilizing the expertise and experience of the directors and officers.

When the Company completes the Qualifying Transaction (defined below) the Company that results from such acquisition must satisfy the CDN's Initial Listing Requirements for its listing category. In the event an acquisition is to be made from a promoter, officer or director of the Company or from a corporation with whom such promoter, director or officer is affiliated or associated, the acquisition will be at fair market value as determined by a current report prepared by an independent qualified third party.

Method of Financing Acquisitions or Participation

The Company proposes to use cash, bank financing, issuance of treasury shares, private or public financing, or some combination thereof to finance prospective acquisitions. If treasury shares are issued,

such issuance could result in a change of control of the Company and will result in further dilution to investors acquiring Common Shares pursuant to this Offering.

Requirements to be Met to Complete a Qualifying Transaction

A “Qualifying Transaction”, pursuant to the policies of CDN X, is a transaction whereby a capital pool company:

- (a) issues or proposes to issue common shares or securities convertible, exchangeable or exercisable into common shares which, if fully converted, exchanged or exercised, would represent more than 25 percent of its common shares issued and outstanding immediately prior to the issuance, in consideration for the acquisition of significant assets;
- (b) enters into an arrangement, amalgamation, merger or reorganization with another company with significant assets, whereby the ratio of securities which are distributed to the securityholders of the capital pool company and the other company results in the securityholders of the other company acquiring control of the resulting entity; or
- (c) otherwise acquires significant assets (other than cash),

but excludes a transaction whereby a capital pool company issues for cash common shares or securities convertible, exchangeable or exercisable into common shares representing more than 25 percent of its securities issued and outstanding immediately prior to the issuance.

For the purposes of the foregoing, the phrase “significant assets” means assets (other than cash) or securities of another issuer which, when acquired by a capital pool company, results in it meeting the minimum listing requirements of the CDN X (for an issuer other than a capital pool company).

Any Qualifying Transaction will be subject to approval by the majority of the minority shareholders of the Company, acceptance for filing by the CDN X, and sponsorship by a CDN X member firm.

After the terms of a Qualifying Transaction have been settled and a comprehensive news release disclosing its terms has been disseminated, or as soon thereafter as circumstances permit, the Company will submit the terms of the Qualifying Transaction to a meeting of its shareholders for “majority of the minority” approval. The Qualifying Transaction must be approved by a vote at a properly constituted meeting of the shareholders of the Company by at least 50 percent plus one vote of the votes cast by shareholders voting at the meeting, other than the parties related to the Company and parties related to the Qualifying Transaction. Parties related to the Company means a promoter, officer, director, other Insider (as that term is defined in CDN X Policy 1.1), or Control Person (as that term is defined in CDN X Policy 1.1) of the Company and any associates or affiliates of any such persons. Parties related to the Qualifying Transaction means the Seller(s) (as that term is defined in CDN X Policy 2.4), any Target Issuers(s) (as that term is defined in CDN X Policy 2.4), parties related to the Seller(s), parties related to any Target Issuer(s) and all other parties to or associated with the Qualifying Transaction and associates or affiliates of all such other parties.

The Company will provide its shareholders with an information circular containing full, true and plain disclosure in respect of all material facts relating to a proposed Qualifying Transaction. The information circular will be submitted to the CDN X prior to distribution to the Company’s shareholders, and the disclosure in the information circular will be made in accordance with the applicable form of a

prospectus under the *Securities Act* (British Columbia) (the “Act”) and in accordance with the requirements of the CDN.

The Company will be required to file with the CDN, among other things, a draft copy of the information circular it proposes to deliver to its shareholders relating to the Qualifying Transaction, copies of material contracts, engineering reports or valuation reports, and audited financial statements, unaudited financial statements and pro forma financial statements. As part of the review of the Qualifying Transaction, the CDN will review the expenses, disclosure, trading history and other transactions undertaken by the Company during its listing to determine compliance with CDN policies.

Acceptance for filing by the CDN of a Qualifying Transaction also calls for sponsorship by a member of the CDN that is registered as an underwriter pursuant to the Act. The role of the sponsoring member firm is an integral part of the Qualifying Transaction process. Effectively, the sponsoring firm will review the Qualifying Transaction to determine the suitability of the Company’s listing on the CDN upon the completion of the Qualifying Transaction. The CDN will halt trading if the Company has announced a Qualifying Transaction but has not yet secured a member firm to act as sponsor for the Qualifying Transaction or if the Company has not made its filing with the CDN of applicable materials relating to the Qualifying Transaction within 60 days of the appointment of a sponsor.

Notwithstanding that a transaction may meet the definition of a Qualifying Transaction, the CDN may not approve a Qualifying Transaction where the Company fails to meet the minimum listing requirements of the CDN upon completion of the Qualifying Transaction or for any other reason at the sole discretion of the CDN. In addition, the CDN may suspend from trading or delist the securities of the Company where it has failed to complete a Qualifying Transaction within 18 months of its date of listing.

Administration and Overhead

Management anticipates that its administrative expenses over the 18 month period following this Offering, being the prescribed maximum time within which to complete a Qualifying Transaction in accordance with Policy 2.4, will average approximately \$1,875 per month. These expenses break down as follows:

Type of Expense	Monthly	18 Month Period
Accounting, Audit and Legal Fees:	\$950	\$17,100
Office Rent and Office Supplies:	\$500	\$9,000
Filings and filing fees:	\$175	\$3,150
Transfer Agent Fees:	<u>\$250</u>	<u>\$4,500</u>
Total:	<u>\$1,875</u>	<u>\$33,750</u>

USE OF PROCEEDS

The net proceeds to be received by the Company from the Offering will be \$180,000, being gross proceeds of \$200,000 less the Agent’s commission of \$20,000. The net proceeds, together with the Company’s working capital of approximately \$109,761 on hand as at January 31, 2001 totals \$289,761 (the “Funds Available”) and will be used by the Company as follows:

1.	Estimated remaining costs of the Offering (legal, auditor, printing, filing etc.) ⁽¹⁾ :	\$16,500
2.	Estimated Agent's expenses and Agent's Corporate Finance Fee ⁽²⁾	\$13,000
3.	Working capital to fund operations ⁽³⁾ :	\$33,750
4.	Estimated costs of identifying and evaluating prospective assets or businesses ⁽⁴⁾ :	\$226,511
Total		\$289,761

- (1) Total estimated costs of the Offering were \$20,000 of which approximately \$3,500 has been paid as of the date of this Prospectus.
- (2) See "Plan of Distribution – Appointment of Agent" at page 22.
- (3) Administration Expenses of \$33,750 will be paid from working capital. (See "Business of the Company – Administration and Overhead at page 7.)
- (4) See "Business of the Company – Description and General Development" at page 4 and "Business and the Company – Criteria for Acquisitions" at page 5.

Until the completion of the Qualifying Transaction, the proceeds of the Offering will be used by the Company only to identify and evaluate assets or businesses, for expenses such as business valuations and fees for legal and accounting advice relating to the identification and evaluation of assets or businesses and the obtaining of shareholder approval for the proposed Qualifying Transaction, except that up to an aggregate of \$25,000 may be used on any form of non-refundable deposits and up to an aggregate of \$100,000 may be used on any form of refundable deposits for a Qualifying Transaction provided such deposit is not paid to a related party to the Company. In the event that the Company completes an approved Qualifying Transaction prior to spending the entire amount allocated to the identification and evaluation of assets the Company may use the remaining funds to finance or partially finance the acquisition of or participation in such assets or businesses, or for other purposes.

Until completion of the Qualifying Transaction, no more than 30 percent of the gross proceeds of the Offering and previously raised seed share capital will be used by the Company for listing and filing fees, Agent's fees or commissions, legal and audit expenses, other costs of the issue of the securities, administrative and general expenses.

Except as disclosed herein (see "Payments To Insiders and Promoters" at page 14), no remuneration, compensation, advances or finder's fees of any nature whatsoever will be paid, directly or indirectly, by the Company to a party related to the Company prior to completion of the Qualifying Transaction or for any services rendered or obligations incurred prior to completion of or in connection with a Qualifying Transaction. The Company may compensate a party related to the Company for reasonable out-of-pocket expenses and for general and administrative expenses such as office supplies, rent and utilities incurred by such person on behalf of the Company. See "Payments to Insiders and Promoters" at page 14.

The proceeds of this Offering, after deducting the costs of the issue, will be sufficient only to identify a limited number of opportunities. Additional funds may be required to finance an acquisition to which the Company may commit. See "Business of the Company – Method of Financing Acquisitions or Participation" at page 6 and "Risk Factors" at page 16.

The Company will spend the funds available to it on the completion of this Offering to further the Company's stated business objective set out in "Business of the Company". There may be circumstances

where, for sound business reasons, a reallocation of funds may be necessary in order for the Company to achieve its stated business objectives.

Restrictions on Payments to Related Parties

Except as permitted under Policy 2.4, until completion of the Qualifying Transaction, no payment of any kind may be made, directly or indirectly, by the Company to a Related Party to the Company or a Related Party to the Qualifying Transaction, or to any person engaged in investor relations activities in respect of the Company or the securities of the Company or any Resulting Issuer by any means including:

- (a) remuneration, which includes but is not limited to, salaries, consulting fees, management contract fees or directors' fees, finder's fees, loans, advances, and bonuses; and
- (b) deposits and similar payments.

No payment referred to above may be made by the Company or by any party on behalf of the Company, after the completion of the Qualifying Transaction, if the payment relates to services rendered or obligations incurred before or in connection with the Qualifying Transaction.

The Company may reimburse a Related Party for reasonable expenses for office supplies, office rent and related utilities, reasonable expenses for equipment leases, and legal services and reimburse a Related Party to the company for reasonable out-of-pocket expenses incurred in pursuing the business of the Company.

The Company will spend the funds available to it on the completion of this Offering to further the Company's stated business objectives set out in "Business of the Company". There may be circumstances where, for sound business reasons, a reallocation of funds may be necessary in order for the Company to achieve its stated business objectives.

DIRECTORS, OFFICERS AND PROMOTERS

The following is a list of the current directors, officers and promoters of the Company, their municipalities of residence, their current positions with the Company, their principal occupations during the past five years and the number of shares of the company beneficially owned, directly or indirectly, or over which control or direction is exercised:

Name, Municipality of Residence and Position	Principal Occupation for Past Five Years	Common Shares and Stock Options Held⁽¹⁾⁽²⁾	Percentage on Completion of Offering⁽³⁾
JERRY A. MINNI Vancouver, B.C. <i>President, Chief Executive Officer and Director</i>	President, Chief Executive Officer and a director of the Company since June 7, 1999; President and a director of Raytec Capital Corp., a technology company that produces perishable control products for the food industry, since February 1992; Partner with Minni, Bella & Co., Certified General Accountants since 1991.	666,001 Common Shares 100,000 Stock Options	32.25%

Name, Municipality of Residence and Position	Principal Occupation for Past Five Years	Common Shares and Stock Options Held ⁽¹⁾⁽²⁾	Percentage on Completion of Offering ⁽³⁾
BRYCE CLARK Burnaby, B.C. <i>Secretary, Chief Financial Officer and Director</i>	Secretary and Chief Financial Officer of the Company since July 26, 2000 and a director of the Company since June 7, 1999; accounting student with Minni, Bella & Co., Certified General Accountants, since March 1996; prior to that he was a bookkeeper with the Northgate Plaza Hotel, Surrey, B.C., from June 1995 to January 1996.	65,000 Common Shares 25,000 Stock Options	3.15%
RAJ I. CHOWDHRY Vancouver, B.C. <i>Director</i>	Director of the Company since July 26, 2000; principal of Amex Ventures Inc., a capital pool company, since July 30, 1998; principal with the Varshney Chowdhry Group, a venture capital company, from 1995 to December 31, 1999; self-employed businessman since January 1, 2000.	34,000 Common Shares 50,000 Stock Options	1.65%
TERRYLENE PENSTOCK Vancouver, B.C. <i>Director</i>	Director of the Company since July 26, 2000; self-employed business consultant and strategic planner since June 1998, prior to that she was employed as a Manager at the Ron Zalko Sport Club from September 1992 to May 1998.	300,000 Common Shares 25,000 Stock Options	14.53%

(1) Common shares are subject to escrow restrictions. See "Share Capital - Performance Shares or Escrow Securities" at page 20.

(2) See "Payments To Insiders and Promoters – Options Granted" at page 15.

(3) Assuming no exercise of the incentive stock options granted to directors of the Company.

Jerry Minni

Mr. Minni, age 41, residing in Vancouver, British Columbia, is the President, Chief Executive Officer and Director of the Company. Mr. Minni has served in this capacity since June 7, 1999.

Mr. Minni has expertise in the administration, management and financing of venture companies. Since 1991, Mr. Minni has been a partner of Minni, Bella & Co., Certified General Accountants, which provides accounting and audit services to businesses including reporting issuers whose shares trade on the CDNX.

Mr. Minni also acts as a director and/or officer of a number of companies listed on the CDNX. Mr. Minni has been the President, Chief Executive Officer, Promoter and Control Person and a director of Talltree Resources Ltd., a CDNX listed junior resource company, since June, 1996. He has been a director of Amex Ventures Inc. ("Amex"), a CDNX listed capital pool company, since August, 1998. Mr. Minni has also been a director of Streamline Web Broadcasting Inc., a CDNX listed video production company, since December, 1997, a director of Megastar Development Corp., a CDNX listed junior resource company, since March, 2000 and the President and a director of Raytec Capital Corp., a CDNX listed technology company that produces perishable control products for the food industry, since February, 1992.

Mr. Minni graduated with a Certified General Accountant degree from the C.G.A. Association of British Columbia and the C.G.A. Association of Canada in 1988.

Mr. Minni has not entered into a non-competition or non-disclosure agreement with the Company. Also, Mr. Minni is not an employee nor independent contractor of the Company. Mr. Minni expects to allocate approximately 20% of his time to the affairs of the Company.

Bryce Clark

Mr. Clark, age 28, residing in Burnaby, British Columbia, is the Secretary, Chief Financial Officer and a director of the Company. Mr. Clark has been a director since June 7, 1999 and was appointed Secretary and Chief Financial Officer on July 26, 2000. Mr. Clark has also been a director of Megastar Development Corp., a CDNX listed junior resource company, since August, 2000.

Mr. Clark is an accounting student employed by the firm Minni, Bella & Co., Certified General Accountants since March 1996. Prior to that he was a bookkeeper with the Northgate Plaza Hotel, Surrey, British Columbia, from June 1995 to January 1996.

Mr. Clark has not entered into a non-competition agreement nor non disclosure agreement with the Company. Also, Mr. Clark is not an employee nor an independent contractor of the Company. Mr. Clark expects to allocate approximately 10% of his time to the affairs of the Company.

Raj I. Chowdhry

Mr. Chowdhry, age 46, residing in Vancouver, British Columbia is a director of the Company. Mr. Chowdhry has served the Company in this capacity since July, 2000.

Mr. Chowdhry was self-employed as a Chartered Accountant from 1980 to October 1992, and was a partner with Varshney Chowdhry & Co., Chartered Accountants from November 1992 to September 1995. From September 1995 to December 31, 1999, Mr. Chowdhry was employed as a principal with the Varshney Chowdhry Group, a venture capital company. He has been a self-employed businessman since January 1, 2000 and continues to be involved in financing and managing a number of public companies.

Mr. Chowdhry has a Bachelor of Commerce degree from the University of British Columbia (1976) and a Chartered Accountant designation from the Institute of Chartered Accountants (1979).

Mr. Chowdhry has not entered into a non-competition or non-disclosure agreement with the Company. Also, Mr. Chowdhry is not an employee nor independent contractor of the Company. Mr. Chowdhry expects to allocate approximately 5% of his time to the affairs of the Company.

Terrylene Penstock

Ms. Penstock, age 37, residing in Vancouver, British Columbia is a director of the Company. Ms. Penstock has served the Company in this capacity since July, 2000.

Ms. Penstock was employed as a Manager at Ron Zalko Sport Club from September 1992 to May 1998. Since June 1998, Ms. Penstock has provided business consulting and strategic planning services to various private companies and business operations.

Ms. Penstock completed her second year of studies at Pacific Union College in Angwin, California in September, 1982.

Ms. Penstock has not entered into a non-competition or non-disclosure agreement with the Company. Also, Ms. Penstock is not an employee nor an independent contractor of the Company. Ms. Penstock expects to allocate approximately 5% of her time to the affairs of the Company.

Aggregate Ownership of Securities

Upon the completion of the Offering, the directors, officers, promoters and other members of management of the Company, as a group, will own, directly or indirectly, 1,065,001 common shares of the Company (excluding shares issuable pursuant to the exercise of incentive stock options) representing 51.57% of the shares then issued and outstanding.

Other Reporting Companies

During the past five years, the directors and officers of the Company have served as directors and officers of the following reporting issuers during the periods and in the capacities noted below:

	Reporting Issuer	Capacity	Period
<i>Jerry Minni</i>	Megastar Development Corp.	Director	03/2000-present
	Amex Ventures Inc.	Director	07/98 to present
	Argent Resources Ltd.	Director	07/95 to 06/2000
	Streamline Web Broadcasting Inc.	Director	12/97 to present
	Norwood Resources Ltd.	Director	04/96 to 03/99
	Raytec Capital Corp.	President & Director	02/92 to present
	Talltree Resources Ltd.	President & Director	06/96 to present
	Triex Resources Ltd.	President & Director	06/94 to present
<i>Bryce Clark</i>	Megastar Development Corp.	Director	08/2000-present
<i>Raj I. Chowdhry</i>	Afrasia Mineral Fields Inc.	Director	01/95 to present
	Akash Ventures Inc.	Director	10/93 to present
	America Mineral Fields Inc.	Director	03/93 to 04/96
	Andina Development Corporation	Director	03/96 to present
	Axion Communications Inc.	President & Director	01/95 to present
	Camphor Ventures Inc.	Director	11/92 to present
		President	06/96 to present
	Consolidated Canadian Venture Corp.	Director	12/94 to 07/95
	Cryptic Ventures Inc.	President & Director	01/88 to 06/93
	Eurotech Technologies Inc.	President & Director	11/95 to 01/96
	IGN Internet Global Network Inc.	President	04/96 to present
		Director	07/94 to present
	International Thunderbird Gaming Corporation	Director	11/92 to present
		President	05/95 to 04/97
	Mammoth Energy Inc.	Director	08/96 to 12/97
	Mountain Province Mining Inc.	Director	11/95 to 11/97
<i>Terrylene Penstock</i>	Amex Ventures Inc.	Director	07/98 to present

Corporate Cease Trade Orders or Bankruptcies

Except as disclosed herein, no director, officer or promoter of the Company is, or has been within the past five years, a director, officer or promoter of any other company that, while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the company access to any statutory exemptions for a period of more than 30 consecutive days, or was declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangements or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

Penalties or Sanctions

No director, officer or promoter of the Company has, within the ten year prior to the date of this Prospectus, been subject to any penalties or sanctions imposed by a court or securities regulatory authority relating to trading in securities, promotion or management of a publicly traded company, or theft or fraud.

Individual Bankruptcies

Except as disclosed herein, no director, officer or promoter of the Company is, or has, within the five years prior to the date of this Prospectus, been declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

Conflicts of Interest

Conflicts of interest may arise as a result of the directors and officers of the Company also holding positions as directors and/or officers of other companies. Some of the directors and officers have been and will continue to be engaged in the identification and evaluation of assets and businesses, with a view to potential acquisition of interests in businesses and companies on their own behalf and on behalf of other companies, and situations may arise where the directors and officers will be in direct competition with the Company. Conflicts, if any, will be subject to the procedures and remedies under the *Company Act* (British Columbia). The Proceeds of the Distribution will not be applied for the benefit of the Agent or any related party of the Agent. See "Relationship Between Company or Selling Security Holder and Agent" at page 24.

Promoter

The promoter of the Company is Jerry Minni. Mr. Minni is also a director and the President and Chief Executive Officer of the Company. Mr. Minni beneficially owns 666,001 common shares of the Company. See "Share Capital" at page 18. Mr. Minni also holds incentive options to purchase 100,000 common shares of the Company. See "Share Capital - Options and Other Rights to Purchase Shares" at page 18.

INDEBTEDNESS OF DIRECTORS, OFFICERS AND PROMOTERS

No director, senior officer or promoter or any of their respective associates or affiliates is or has been indebted to the Company.

PAYMENTS TO INSIDERS AND PROMOTERS

Executive Compensation

No payments have been made, directly or indirectly, nor will they be made until the completion of the Qualifying Transaction, by the Company to its directors or officers or persons related to them for their services. The Company has reimbursed and will continue to reimburse its directors and officers and any persons related to them for reasonable expenses for office supplies, office rent, related utilities, equipment loans and other out of pocket expenses reasonably incurred in pursuing the business of the Company. See “Rent and Administrative Expenses” below and “Use of Proceeds” at page 8.

Options Granted

Options to purchase up to 200,000 common shares of the Company have been granted pursuant to incentive stock option agreements (the “Option Agreements”) dated for reference August 9, 2000, to the Company’s directors as set forth in the table below. Any share issues upon exercise of the option prior to the Company entering into a Qualifying Transaction will be subject to escrow restrictions. See “Share Capital – Performance Shares or Escrow Securities” at page 20.

Name	Securities Under Options Granted	Exercise or Base Price	% of Total Options Granted to Directors and Employees in Fiscal Year	Market Value of Options on the Date of Grant ⁽¹⁾	Expiration Date (m/d/y)
Jerry Minni	100,000	\$0.20	50%	nil	five years after the Common Shares are listed on the CDNX
Raj I. Chowdhry	50,000	\$0.20	25%	nil	five years after the Common Shares are listed on the CDNX
Bryce Clark	25,000	\$0.20	12.5%	nil	five years after the Common Shares are listed on the CDNX
Terrylene Penstock	25,000	\$0.20	12.5%	nil	five years after the Common Shares are listed on the CDNX

- (1) These options were granted before the Company's common shares were listed for trading on the CDNX and have an exercise price equal to the offering price of the Company's common shares at the time of grant.

Employment Contracts, Compensation of Directors, and Related Party Transactions and Proposed Compensation

No remuneration, compensation, advances or finder's fees of any nature whatsoever will be paid, directly or indirectly, to any officer, director or other party related to the Company prior to completion of the Company's Qualifying Transaction or for services rendered or obligations incurred prior to or in connection with completion of a Qualifying Transaction. See "Use of Proceeds" at page 8. After the completion of its Qualifying Transaction, the Company may pay remuneration to its directors and officers if the Company is able to do so. No remuneration is anticipated to be paid to directors in their capacity as directors in the foreseeable future.

RISK FACTORS

The Company, and thus the securities of the Company, should be considered a highly speculative investment and investors should carefully consider all of the information disclosed in this prospectus prior to making an investment in the Company. In addition to the other information presented in this prospectus, the following risk factors should be given special consideration when evaluating an investment in any of the Company's securities.

No Operating History

There is no market for the common shares of the Company. This Offering should be considered highly speculative due to the proposed nature of the Company's business and the fact that the Company was only recently incorporated. The price of these securities to the public and the commission to the Agent was established by negotiation between the Company and the Agent.

No Proposed Business

The Company has no business operations nor assets, has no agreement for the acquisition of a business nor asset, as at the date hereof, and will have no such agreements as at the date of the Offering, including no Agreement in Principle pursuant to CDNX Policy 2.4 paragraph 4.2. Moreover, should the Company identify any assets or businesses and determine that an acquisition is warranted, the Company may not be able to finance the acquisition and additional funds may be required to meet such obligations. As a result of these factors, this Offering is suitable only to those investors who can afford to lose their entire investment and who are willing to rely solely on the management of the Company. See "Business of the Company - Method of Financing Acquisitions or Participation" at page 6.

Requirement for Additional Financing

The business objectives of the Company involve a high degree of risk and there is no assurance that future acquisitions or participations will be identified. Moreover, if potential acquisitions or participations are identified, the Company may determine that the current market, pricing conditions or terms of participation may make the acquisition or participation uneconomical. The Company may find that even if the terms of the acquisition or participation are economical, additional funds may be required to complete the acquisition or participation, and the Company may not be able to obtain financing. Where an acquisition or participation is financed by the issuance of common shares from the treasury, control of the Company may change and shareholders may suffer further dilution to their investment.

Possible Trading Suspension or Delisting

The CDNIX may suspend from trading or delist the common shares of the Company if the Company were to fail to complete a Qualifying Transaction within 18 months of the date of listing. The CDNIX may not approve a Qualifying Transaction if the Company were to fail to meet the minimum listing requirements of the CDNIX upon completion of a Qualifying Transaction. See “Business of the Company - Requirements to be met to Complete a Qualifying Transaction” at page 6.

The CDNIX will review the expenses, disclosure, trading history and other transactions undertaken by the Company during its listing to determine compliance with CDNIX policies. The CDNIX may refuse to accept a transaction as a Qualifying Transaction if significant concerns arise from its review and where, amongst other things, the Company fails to meet the minimum listing requirement prescribed by the CDNIX upon completion of the Qualifying Transaction, or the consideration proposed to be paid by the Company in connection with the transaction is objectionable to the CDNIX.

The CDNIX may suspend from trading the common shares of the Company if the Company fails to meet the listing maintenance requirements.

Reliance on Management

The directors of the Company will be devoting such time as is required to effectively manage the Company. The Company is dependent on the members of its management team, none of whom will be remunerated for services provided prior to completion of the Qualifying Transaction. The loss of any one of them could have an adverse effect on the Company. Should it lose a member of its management team, the Company will seek a satisfactory replacement, but there can be no guarantee that proper personnel will be found. See “Directors, Officers and Promoters” at page 9.

No Public Market

There is currently no public market for the Shares of the Company and there can be no assurance that an active public market on a stock exchange will develop or be sustained after the Offering.

Directors’ and Officers’ Conflicts

The directors and officers of the Company are directors and officers of other companies or may at any time become directors and officers of other companies. See “Directors, Officers and Promoters – Other Reporting Companies” at page 12. The directors and officers of the Company are required by law to act in the best interests of the Company. They have similar obligations to the other companies for which they act as directors and officers. The discharge by the directors and officers of their obligations to the Company may result in a breach of their obligations to the other companies, and in certain circumstances this could expose the Company to liability to those companies. Similarly, discharge by the directors and officers of their obligations to the other companies could result in a breach of their obligation to act in the best interests of the Company. As a consequence of such conflicting legal obligations, the Company may be exposed to liability to others, and its ability to achieve its business objectives may be impaired.

Dilution

The net tangible book value per common share of the Company after completion of the Offering will be \$0.13865 representing the dilution of 30.675% assuming no exercise of the incentive stock options. If

the Company issues treasury shares to finance its acquisitions or participation, control of the Company may change and subscribers may suffer additional dilution of their investment.

As a result of these factors, this Offering is only suitable for those investors who are willing to rely on management of the Company and who can afford to lose their entire investment in the Company's shares.

SHARE CAPITAL

Existing and Proposed Share Capital

The authorized share capital of the Company consists of 100,000,000 common shares without par value. The Company has only one kind and class of shares and there are no unusual rights or restrictions attached to that class. As at the date of this prospectus, the Company has a total of 1,065,001 common shares issued and outstanding. All of the issued common shares of the Company are fully paid and not subject to any future call or assessment.

As at the date of this Prospectus, the Company has no outstanding loans or other debt obligation.

The following represents the Company's share capital both before and after the issuance of the Common Shares upon the completion of the Offering:

	Number of Issued Shares	Price per Share	Total Consideration
Issued as of date of this Prospectus ⁽¹⁾ :	1,065,001	\$0.10	\$106,500.10
Offering:	<u>1,000,000</u>	\$0.20	<u>\$200,000.00</u>
Issued upon completion of the Offering ⁽²⁾ :	2,065,001		\$306,500.10

(1) These shares have been sold prior to this Offering and are subject to escrow restrictions. See "Share Capital - Performance Shares or Escrow Securities" at page 20.

(2) Prior to exercise of 200,000 incentive stock options. See "Payments To Insiders and Promoters – Options Granted" at page 15.

Options and Other Rights to Purchase Shares

As at the date of this Prospectus, the Company has issued the following options, warrants and other rights to purchase its securities.

Incentive Options

The Company has issued options, pursuant to stock option agreements dated for reference August 9, 2000 to purchase up to 200,000 common shares at an exercise price of \$0.20, exercisable for a period of five years commencing upon the listing of the Common Shares on the CDNX. These options have been issued to the Company's directors. Refer to "Payments To Insiders and Promoters – Options Granted" at page 15.

Any shares issued upon exercise of the options prior to the Company entering into the Qualifying Transaction will be subject to escrow restrictions. See “Share Capital – Performance Shares or Escrow Securities” at page 20. All of the stock options are non-transferable and terminate on the earlier of the expiry date or the 30th day following the day on which the director ceases to be either a director, officer or employee of the Company. There are no assurances that the options, warrants or other rights described above will be exercised in whole or in part.

Fully Diluted Share Capital

The following is a summary of the Company’s share capital, presented on a fully-diluted basis:

Shares Issued or Allotted	Number of Shares	Percentage of Total
Issued as at date of this Prospectus:	1,065,001	47.02%
Offered under this Prospectus:	1,000,000	44.15%
Reserved for future issue:	<u>200,000⁽¹⁾</u>	<u>8.83%</u>
Total:	2,265,001	<u>100%</u>

(1) 200,000 common shares of the Company may be issued upon the exercise of incentive stock options granted to directors of the Company. See “Payments To Insiders and Promoters – Options Granted” at page 15.

Principal Holders of Voting Securities

As at the date of this Prospectus, the Company has a total of 1,065,001 common shares issued and outstanding. If all 1,000,000 Common Shares offered hereunder are sold, the Company will have a total of 2,065,001 common shares issued and outstanding. The following are the shareholdings of the directors, senior officers and promoters of the Company and of any other shareholders which, to the knowledge of the Company, beneficially own, directly or indirectly, more than ten percent of the issued common shares of the Company:

Name and Municipality of Residence of Shareholder	Number of Common Shares Beneficially Owned ⁽¹⁾	Percentage of Issued Share Capital prior to Offering	Percentage of Issued Share Capital after the completion of this Offering ⁽²⁾
Jerry Minni Burnaby, B.C.	666,001	62.54%	32.25%
Bryce Clark Burnaby, B.C.	65,000	6.10%	3.15%
Raj I. Chowdhry Vancouver, B.C.	34,000	3.19%	1.65%
Terrylene Penstock Vancouver, B.C.	300,000	28.17%	14.53%

Name and Municipality of Residence of Shareholder	Number of Common Shares Beneficially Owned⁽¹⁾	Percentage of Issued Share Capital prior to Offering	Percentage of Issued Share Capital after the completion of this Offering⁽²⁾
Directors, Senior Officers, 10% Shareholders and Promoters as a Group	1,065,001	100.00%	51.57%

(1) These securities are subject to escrow trading restrictions pursuant to the policies of the CDNX. See “Share Capital - Performance Shares or Escrow Securities” at page 20.

(2) Before giving effect to the exercise of incentive stock options granted to directors of the Company.

Performance Shares or Escrow Securities

In accordance with the policies of the CDNX, all common shares (the “Discount Seed Shares”) of the Company issued prior to the Offering at a price less than the price of the Common Shares offered pursuant to this Prospectus are subject to escrow restrictions under a Discount Seed Share escrow agreement (the “Discount Seed Share Escrow Agreement”).

The CDNX policies also require that any common shares of the Company, other than Discount Seed Shares, beneficially owned, directly or indirectly, at the time of the Offering, acquired pursuant to the Offering, or acquired from the Company after the completion of the Offering but prior to completion of the Qualifying Transaction by parties related to the Company are also required to be held in escrow under an escrow agreement (the “Seed Share Escrow Agreement”). Parties related to the Company include:

- (a) the promoters, officers, directors and other insiders of the Company;
- (b) an issuer, 20 percent or more of which the voting securities are beneficially owned, directly or indirectly, by one or more of the persons or companies referred to in paragraph (a) above, or over which one or more of the person or companies referred to above has control or direction (or a combination of beneficial ownership and control or direction); and
- (c) an associate or affiliate of a person or company referred to in paragraph (a) above.

Any common shares of the Company acquired by related parties pursuant to the exercise of incentive stock options will also be subject to escrow restrictions until the completion by the Company of the Qualifying Transaction.

In addition, all common shares of the Company acquired by a control person of the Company in the secondary market prior to the completion of the Qualifying Transaction must be held in escrow pursuant to a Seed Share Escrow Agreement and any securities issued other than in conjunction with a Qualifying Transaction, which are acquired by way of a private placement or any other manner by a control person of the Company (determined after giving effect to the issuance) or by a related party to the Company before completion of the Qualifying Transaction will also be held in escrow pursuant to a Seed Share Escrow Agreement. A control person is a person who holds a sufficient number of the voting rights attached to the outstanding voting securities of the Company to affect materially the control of the Company, or each person in a combination of persons, acting in concert by virtue of an agreement, arrangement, commitment, or understanding, which holds in total a sufficient number of the voting rights

attached to all outstanding voting securities of the Company to affect materially the control of the Company.

The holders of Discount Seed Shares are required to include in the Discount Seed Share Escrow Agreement an irrevocable authorization and direction to the escrow agent to immediately cancel all of the Discount Seed Shares held by insiders of the Company upon the issuance by the CDN of a notice delisting the capital pool company from trading on the CDN and an agreement to indemnify and hold harmless the escrow agent and the CDN in respect of the cancellation.

The holders of common shares that are subject to a Seed Share Escrow Agreement are required to include in the Seed Share Escrow Agreement an irrevocable authorization and direction to the escrow agent to cancel those common shares on a date that is 10 years from the date of the issuance by the CDN of a notice delisting the capital pool company from trading on the CDN and an agreement to indemnify and hold harmless the escrow agent and the CDN in respect of the cancellation.

Subject to the exemption provided for in section 11.9 of CDN Policy 2.4 with regard to certain private placement securities, all securities which will be held by principals of the Company as at the date that the Company receives final acceptance of the Qualifying Transaction from the CDN are required to be escrowed pursuant to CDN Policy 5.4. Additionally, at its discretion, the CDN may impose escrow restrictions on all or any portion of the securities issued to any other person in conjunction with or contemporaneously to the Qualifying Transaction.

The following are particulars of the escrowed shares (the "Escrowed Shares") of the Company as of the date of this Prospectus:

Name	Number of Escrow Shares	Percentage of Class Before the Offering	Percentage of Class After Offering ⁽¹⁾
Jerry Minni	666,001	62.54%	32.25%
Bryce Clark	65,000	6.10%	3.15%
Raj Chowdhry	34,000	3.19%	1.65%
Terrylene Penstock	<u>300,000</u>	<u>28.17%</u>	<u>14.53%</u>
<u>Total</u>	1,065,001	100%	51.57%

(1) Prior to the exercise of the incentive stock options.

The above-noted shares are held in escrow pursuant to an escrow agreement (the "My Venture Escrow Agreement") dated for reference October 10, 2000 with Pacific Corporate Trust Company, 10th Floor, 625 Howe Street, Vancouver, British Columbia, V6C 3B8. Under the terms of the My Venture Escrow Agreement:

- (i) in the event of bankruptcy of a Security Holder, as that term is defined in the My Venture Escrow Agreement, the securities of the Security Holder may be transferred within escrow to the trustee in bankruptcy or other person legally entitled to such securities; and

- (ii) upon the death of a Security Holder, the securities of that Security Holder shall be released from escrow and the escrow agent shall deliver all certificates evidencing such securities to the legal representative of the deceased Security Holder;

but the securities may not otherwise be transferred except with the consent of the CDNX and any permitted transfers will be on such terms and conditions as it shall determine in its sole discretion.

Escrow Release

Ten percent of the Escrowed Shares will be released from the escrow restrictions upon the issuance, by the CDNX, of a notice (the "Final Exchange Notice") following the completion of the Qualifying Transaction and 15% of the Discounted Seed Shares will be released from the escrow restrictions upon each of the 6th month, 12th month, 18th month, 24th month, 30th month, and 36th month following the Final Exchange Notice.

DIVIDEND RECORD AND POLICY

The Company has not paid any dividends since incorporation and it has no plans to pay dividends in the immediate future. If the Company generates earnings in the future, it expects that they will be retained to finance further growth, if any, and when appropriate, retire debt. The directors of the Company will determine if and when dividends should be declared and paid in the future based on the Company's financial position at the relevant time. All of the common shares of the Company are entitled to an equal share in any dividends declared and paid.

PLAN OF DISTRIBUTION

The Offering

The Company, through IPO Capital Corporation, the Agent, hereby offers to the public in British Columbia and Alberta through the facilities of the CDNX up to 1,000,000 Common Shares at a price of \$0.20 per share.

The Offering will be made in accordance with the rules and policies of the CDNX on a day (the "Offering Day") determined by the Agent and the Company, within a period of 90 days from the date (the "Effective Date") a final receipt for this Prospectus is issued by the British Columbia Securities Commission and the Alberta Securities Commission. The closing will occur within ten days after the Offering Day.

The Company will receive the net proceeds from the Offering within ten business days of the Offering Day. Until all of the Common Shares offered by this Prospectus are sold, all subscription monies will be deposited with and held in trust by the Agent. If all of the Common Shares are not sold within the prescribed offering period, then all subscription proceeds held by the Agent will be returned to subscribers in full without deduction or interest.

In accordance with the rules and policies of the CDNX, the Agent is required to give full client preference of 100 percent of the Offering for purchase by retail clients. Clients of the Agent will have preference, to the extent there is demand, for 100 percent of the Offering. The Agent may allocate the Offering among its clients with such preference as it may determine in its sole discretion. If client demand is less than 100 percent of the Offering, the difference between the total Offering and client demand may be allocated to members of the CDNX and their partners, directors, officers, registered

representatives and employees, except for the Agent or any affiliates of the Agent. An individual subscriber may purchase directly or indirectly a maximum of 20,000 Common Shares, being two percent of the total number of Common Shares offered hereunder. Notwithstanding the foregoing, a maximum of 40,000 Common Shares, being four percent of the total number of Common Shares offered hereunder, may be directly or indirectly purchased by any purchaser, together with that purchaser's associates or affiliates.

Other than payments to be made to the Agent as disclosed in this section, there are no payments in cash, securities or other consideration being made, or to be made, to a promoter, finder, or any other person or company in connection with this Offering. The directors, officers and other insiders of the Company may purchase Common Shares from this Offering, provided, however, that any Common Shares so purchased will be subject to the same escrow restrictions described under "Share Capital".

Appointment of Agent

By an agreement dated for reference the 10th day of October, 2000 (the "Agency and Sponsorship Agreement"), the Company appointed the Agent as its agent for the Offering. Under the terms of the Agency and Sponsorship Agreement, the Company has agreed to pay to the Agent a commission of \$0.02 per Common Share sold from this Offering, payable in cash, and a corporate finance fee of \$7,500 plus applicable taxes, also payable in cash upon completion of the Offering. The price of the Common Shares and the commission payable to the Agent was established through negotiation between the Company and the Agent.

The Agent reserves the right to offer selling group participation in the normal course of the brokerage business to selling groups of other licensed broker dealers, brokers and investment dealers who may or may not be offered part of the commissions or fees being derived by the Agent from the Offering.

The obligations of the Agent under the Agency and Sponsorship Agreement may be terminated at any time before the closing of the offering and the listing of the common shares on the CDNX at the Agent's discretion on the basis of the assessment of the state of the financial markets and may also be terminated at any time on the occurrence of certain stated events.

The Company has granted the Agent a right of first refusal to provide future brokered financing to the Company and to serve as the Company's sponsor for its Qualifying Transaction for a period of 18 months from the listing of the Company's common shares on the CDNX.

As at the date of this Prospectus, the Agent owns no securities of the Company.

DESCRIPTION OF SECURITIES OFFERED

The Offering consists of 1,000,000 Common Shares. This Prospectus, therefore, is qualifying 2,065,001 common shares of the Company for distribution.

The holders of the Company's common shares are entitled to dividends as and when declared by the directors of the Company, to one vote per common share at meetings of security holders of the Company and, upon liquidation, to receive such assets of the Company as are distributable to the holders of the common shares. All of the common shares outstanding on completion of this Offering will be fully paid and non-assessable. There are no pre-emptive rights or conversion rights attached to common shares.

There are no warrants, redemption or purchase for cancellation or surrender provisions, sinking or purchase fund provisions, or any provisions as to modification, amendment or variation of any such rights or provisions attached to the common shares of the Company.

In the event of liquidation, dissolution or winding-up of the Company or other distribution of its assets, the holders of the common shares will be entitled to receive, on a pro-rata basis, all of the assets remaining after the Company has paid out its liabilities. Distribution in the form of dividends, if any, will be set by the Board of Directors.

Provision as to modification, amendment or variation of the rights attached to the common shares are contained in the Company's memorandum and articles and the *Company Act* (British Columbia). Generally speaking, substantive changes to the share capital require the approval of the shareholders by special resolution (at least 75% of the votes cast).

There are no restrictions on the repurchase or redemption by the Company of common shares. There are no indentures or agreements limiting the payment of dividends. There are no conversion rights, special liquidation rights, pre-emptive rights or subscription rights attached to any common shares.

SPONSORSHIP AGREEMENT

Pursuant to the Agency and Sponsorship Agreement, the Agent has agreed to sponsor the Company for the purposes of its initial public offering. See "Plan of Distribution - Appointment of Agent" at page 22.

The Company will also be required to obtain sponsorship by a CDNX member firm at the time the Company enters into a Qualifying Transaction. See "Business of the Company – Requirements to be Met to Complete a Qualifying Transaction" at page 6. The Company has agreed to provide the Agent with a right of first refusal to sponsor the Company's Qualifying Transaction.

INVESTOR RELATIONS AGREEMENTS

The Company has not entered into any written or oral agreement or understanding with any person to provide any promotional or investor relations services for the Company or its securities, or to engage in activities for the purpose of stabilizing the market, either now or in the future.

RELATIONSHIP BETWEEN COMPANY OR SELLING SECURITY HOLDER AND AGENT

The Company is not a related party or connected party, as those terms are defined in the *Securities Rules* (British Columbia) (the "Rules"), of the Agent.

RELATIONSHIP BETWEEN COMPANY AND PROFESSIONAL PERSONS

There is no beneficial interest, direct or indirect, in any securities or property of the Company, or of an associate or affiliate of the Company, held by a professional person as referred to in section 106(2) of the Rules, a responsible solicitor or any partner of a responsible solicitor's firm.

LEGAL PROCEEDINGS

There are no material pending legal proceedings to which the Company is, or is likely to be, a party or the subject.

Legal counsel to the Company is Campney & Murphy, Suite 2100 – 1111 West Georgia Street, Vancouver, British Columbia, V6E 4M3

AUDITOR

The auditor of the Company is Elliott Tulk Pryce Anderson, Suite 1101 – 750 West Pender Street, Vancouver, British Columbia, V6C 2T8.

REGISTRAR AND TRANSFER AGENT

The registrar and transfer agent of the common shares of the Company is Pacific Corporate Trust Company, 10th Floor, 625 Howe Street, Vancouver, British Columbia, V6C 3B8.

MATERIAL CONTRACTS

The following are the material contracts of the Company that are outstanding as at the date of this prospectus:

- (a) Option Agreements dated for reference August 9, 2000 and described under “Payments to Insiders and Promoters – Options Granted” at page 15.
- (b) Agency Agreement dated for reference the 10th day of October, 2000 and described under “Plan of Distribution” at page 22 and "Sponsorship Agreement" at page 24.
- (c) Escrow Agreement dated for reference the 10th day of October, 2000 and described under “Share Capital - Performance Shares or Escrow Shares” at page 20.
- (d) Registrar and Transfer Agent Agreement dated for reference the 9th day of August, 1999.
- (e) Listing Agreement dated November 24, 2000.

The material contracts described above may be inspected at the offices of the Company’s solicitors, Campney & Murphy, 2100 – 1111 West Georgia Street, Vancouver, British Columbia V6E 4M3, during normal business hours during the period of the distribution of the common shares being distributed hereunder and for a period of thirty days thereafter.

OTHER MATERIAL FACTS

There are no other material facts relating to the securities proposed to be offered and not disclosed elsewhere in this Prospectus.

STATUTORY RIGHTS OF RESCISSION AND WITHDRAWAL

The Act and the *Securities Act* (Alberta) (the “Alberta Act”) provide purchasers with the right to withdraw from an agreement to purchase securities within two business days after receipt or deemed receipt of a prospectus and any amendment. The Act and the Alberta Act each further provide a purchaser with remedies for rescission or damages where the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that such remedies for rescission or damages are exercised by the purchaser within the time limit prescribed. A purchaser resident in British Columbia should refer to Sections 83, 131, 135 and 140 of the Act for the particulars of these rights or

consult with a lawyer. A purchaser resident in Alberta should refer to Sections 92, 106 and 168 of the Alberta Act for particulars of these rights or consult with a lawyer.

FINANCIAL STATEMENTS

Audited financial statements for the period from June 7, 1999 to June 30, 2000

Unaudited financial statement for the four months ended October 31, 2000

MY VENTURE INC.
FINANCIAL STATEMENTS
FOR THE PERIODS ENDED
JUNE 30, 2000 AND
OCTOBER 31, 2000

AUDITORS' REPORT

REVIEW ENGAGEMENT REPORT

BALANCE SHEET

STATEMENT OF LOSS AND DEFICIT

STATEMENT OF CASH FLOWS

NOTES TO FINANCIAL STATEMENTS

AUDITORS' REPORT

To the Directors of
My Venture Inc.

We have audited the balance sheet of My Venture Inc. as at June 30, 2000 and the statements of loss and deficit and cash flows for the period June 7, 1999 (Date of Incorporation) to June 30, 2000. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at June 30, 2000 and the results of its operations and changes in its financial position for the period June 7, 1999 (Date of Incorporation) to June 30, 2000 in accordance with generally accepted accounting principles.

"Elliott, Tulk, Pryce, Anderson"

CHARTERED ACCOUNTANTS

Vancouver, B.C.
July 31, 2000 and November 20, 2000
with respect to Note 4



11th floor
1050 West Pender St.
Vancouver, BC
Canada V6E 3S7

Tel: 604C714C3600
Fax: 604C714C3669

A Partnership of Incorporated Professionals
Robin A.W. Elliott, FCA Barrie C. Anderson, CA
Don M. Prest, CA Keith S. Elliott, CA
Lisa M. Humer, CA

REVIEW ENGAGEMENT REPORT

To the Directors of
My Venture Inc.

We have reviewed the balance sheet of My Venture Inc. as at October 31, 2000 and the statements of loss and deficit and cash flows for the period then ended. Our review was made in accordance with generally accepted standards for review engagements and accordingly consisted primarily of enquiry, analytical procedures and discussion related to information supplied to us by the Company.

A review does not constitute an audit and consequently we do not express an opinion on these financial statements.

Based on our review, nothing has come to our attention that causes us to believe that these financial statements are not, in all material respects, in accordance with generally accepted accounting principles.

“Elliott, Tulk, Pryce, Anderson”

CHARTERED ACCOUNTANTS

Vancouver, B.C.
November 20, 2000



MY VENTURE INC.

BALANCE SHEET

AS AT OCTOBER 31, 2000 AND JUNE 30, 2000

	October 31, 2000 (unaudited) \$	June 30, 2000 (audited) \$
<u>ASSETS</u>		
CURRENT ASSETS		
Cash	\$ 76,611	\$ 91,959
Accounts receivable	5,008	6,538
Deferred costs (Note 5)	26,447	17,167
	<u>\$ 108,066</u>	<u>\$ 115,664</u>
<u>LIABILITIES</u>		
CURRENT LIABILITY		
Accounts payable	<u>\$ 1,746</u>	<u>\$ 10,165</u>
<u>SHAREHOLDERS' EQUITY</u>		
SHARE CAPITAL (Note 2)	106,500	106,500
DEFICIT	<u>(180)</u>	<u>(1,001)</u>
	<u>106,320</u>	<u>105,499</u>
	<u>\$ 108,066</u>	<u>\$ 115,664</u>

APPROVED BY THE DIRECTORS:

"Jerry Minni" Jerry A. Minni

"Bryce Clark" Bryce Clark

The accompanying notes are an integral part
of these financial statements.

MY VENTURE INC.

STATEMENT OF LOSS AND DEFICIT

FOR THE PERIODS ENDED OCTOBER 31, 2000 AND JUNE 30, 2000

	Four months ended October 31, 2000 (unaudited) \$	Year ended June 30, 2000 (audited) \$
REVENUE		
Interest	<u>\$ 1,116</u>	<u>\$ 2,167</u>
EXPENSES		
Bank charges	64	194
Office	—	65
Professional fees	<u>231</u>	<u>2,909</u>
	<u>295</u>	<u>3,168</u>
NET INCOME (LOSS) FOR THE PERIOD	821	(1,001)
DEFICIT - BEGINNING OF PERIOD	<u>(1,001)</u>	<u>—</u>
DEFICIT - END OF PERIOD	<u><u>\$ (180)</u></u>	<u><u>\$ (1,001)</u></u>

The accompanying notes are an integral part
of these financial statements.

MY VENTURE INC.

STATEMENT OF CASH FLOWS

FOR THE PERIODS ENDED OCTOBER 31, 2000 AND JUNE 30, 2000

	Four months ended October 31, 2000 (unaudited) \$	Year ended June 30, 2000 (audited) \$
CASH (USED IN) OPERATING ACTIVITIES		
Net income (loss) for the period	\$ 821	\$ (1,001)
Change in non-cash working capital items	<u>(16,169)</u>	<u>(13,540)</u>
	<u>(15,348)</u>	<u>(14,541)</u>
CASH FROM FINANCING ACTIVITIES		
Issuance of shares	<u>—</u>	<u>106,500</u>
INCREASE (DECREASE) IN CASH	(15,348)	91,959
CASH - BEGINNING OF PERIOD	<u>91,959</u>	<u>—</u>
CASH - END OF PERIOD	<u><u>\$ 76,611</u></u>	<u><u>\$ 91,959</u></u>

The accompanying notes are an integral part
of these financial statements.

MY VENTURE INC.

NOTES TO FINANCIAL STATEMENTS

FOR THE PERIODS ENDED OCTOBER 31, 2000 AND JUNE 30, 2000

1. NATURE OF OPERATIONS/INCORPORATION

The Company was incorporated on June 7, 1999 under the laws of British Columbia and commenced operations on July 1, 1999. During the year the Company changed its name from 586713 B.C. Ltd. to My Venture Inc.

The Company is a Corporate Capital Pool Company as defined in the Canadian Venture Exchange Listing Policy 2.4.

The principal business of the Company is to identify and evaluate business opportunities for the acquisition of an interest in business assets or a business enterprise, and once identified and evaluated, to negotiate an acquisition thereof of participation therein subject to Exchange approval and the approval of a majority on non-related party shareholders.

The Company is required to complete its Qualifying Transaction within eighteen months of listing on the Exchange.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared in accordance with generally accepted accounting principles in Canada, on the assumption that the Company is a going concern. Because a precise determination of certain assets and liabilities is dependent on future events, the preparation of the financial statements involves the use of estimates based on careful judgement. The financial statements have, in management's opinion, been prepared within reasonable limits of materiality using the significant accounting policies noted below:

General and Administrative Expenses

The Company charges all general and administrative expenses related to identifying and evaluating opportunities for the acquisition of business assets or a business enterprise as period costs and are expensed in the period incurred.

Financial Instruments

The Company's financial instruments consist of cash, accounts receivable and accounts payable. The fair market value of these instruments approximate their carrying value due to their short term nature.

Loss Per Share

The loss per share is not presented at this information since it is not considered meaningful at the Company's current stage of operations.

3. SHARE CAPITAL

a) Authorized

100,000,000 Common shares without par value.

b) Issued and Fully Paid

	Number of Shares	Amount
Issued for cash	1,065,001	\$ 106,500

. 2 .

3. SHARE CAPITAL

c) Shares Held In Escrow

As at October 31, 2000 and June 30, 2000, 1,065,001 shares of the Company are allotted and are subject to an escrow agreement. Escrow shares will be released from escrow as to 10% following the issuance of the final exchange notice approving the qualifying transaction, with an additional 15% being released every six months following the date of initial release.

4. SUBSEQUENT EVENTS

- (a) Subsequent to October 31, 2000 the Company has filed a prospectus with the regulatory authorities of British Columbia constituting an offering to the public of 1,000,000 common shares of the Company at \$0.20 per share.

Under the proposed offering, the Agent will receive a commission of 10% of the gross proceeds of the offering. The agreement includes a corporate finance fee of \$7,500 to the Agent.

- (b) Subsequent to October 31, 2000 options were granted to directors to acquire 200,000 shares at \$0.20 per share expiring five years from the date on which the Company's shares are listed on the Canadian Venture Exchange.

5. DEFERRED COSTS

Costs associated with the issuance of additional shares comprised of legal and audit fees, agent and filing fees and printing costs (Note 5(a)) have been deferred in these financial statements and will be charged against the proceeds when the related shares are issued. In the event the offering is unsuccessful these costs will be expensed.

CERTIFICATES OF THE COMPANY AND THE PROMOTER

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the *Securities Act* (British Columbia) and by the *Securities Act* (Alberta) and the respective regulations thereunder.

DATED: March 7, 2001

"Jerry Minni"

Jerry Minni
President, Chief Executive Officer
and Director

"Bryce Clark"

Bryce Clark
Chief Financial Officer, Secretary and Director

ON BEHALF OF THE BOARD

"Raj I. Chowdhry"

Raj I. Chowdhry, Director

"Terrylene Penstock"

Terrylene Penstock, Director

PROMOTER

"Jerry Minni"

Jerry Minni, Promoter

CERTIFICATE OF THE AGENT

To the best of our knowledge, information and belief, the foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the *Securities Act* (British Columbia) and by the *Securities Act* (Alberta) and the respective regulations thereunder.

DATED: March 7, 2001

IPO CAPITAL CORPORATION

Per:

“John Brighten”

John Brighten - Authorized Signatory